

RECORDATION NO. 16686-B FILED

OCT 8 '98

1-15 PM

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N W
SUITE 200
WASHINGTON, D C

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20006-2973

OF COUNSEL
URBAN A. LESTER

(202) 393-2266

FAX (202) 393-2156

October 7, 1998

John
Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams

Carroll
Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are seven (7) copies of a Statement of New Reporting Marks, dated as of October 6, 1998, a secondary document as defined in the Board's Rules for the Recordation of Documents

The enclosed document relates to the Security Agreement, Equipment Lease and other documents associated therewith which were previously filed with the Commission/Board under Recordation Number 16686

The name and address of the party to the enclosed document are

Borrower/Lessee Consolidated Rail Corporation
2001 Market Street
Philadelphia, Pennsylvania 19101

A description of the locomotives with original reporting marks and numbers and new reporting marks and number is set forth on Schedule B attached to the Statement

RECEIVED
SURFACE TRANSPORTATION BOARD
OCT 9 1 12 PM '98

Mr. Vernon A. Williams
October 7, 1998
Page 2

Also enclosed is a check in the amount of \$26 00 payable to the order of the
Surface Transportation Board covering the required recordation fee

Kindly return stamped copies of the enclosed document to the undersigned

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", with a stylized flourish at the end.

Robert W Alvord

RWA/bg
Enclosures

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

Robert W. Alvord
Alvord And Alvord
918 Sixteenth St., NW., Ste. 200
Washington, DC., 20006-2973

Date: 10/8/98

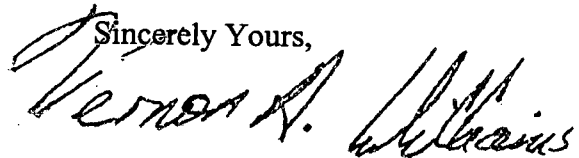
Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301

and 49 CFR 1177.3(c), on 10/8/98 at 1:15PM , and

assigned recordation number(s). 10877-E, 11197-D, 11303-F, 14098-E, 14187-B,
14241-H, 14327-C, 14639-H, 14867-D, 14891-G,
14993-G, 15596-H, 16288-C, 16500-D, 16553-D,
16686-B, 16946-F, 16947-F, 17348-G, 17349-G,
17350-G, 18132-G, 18133-G, 18134-B, 18357-K,
18449-B, 18870-C, 19041-C, 19487-G, 19488-G,
19489-D, 19622-D, 19623-E, 19688-Y, 19688-Z,
19708-B, 20034-G and 20035-G.

Sincerely Yours,



Vernon A. Williams

Enclosure(s) (38)

988.00

\$_____ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

RECORDATION NO. 16686-B FILED

OCT 8 '98

1-15 PM

STATEMENT OF NEW REPORTING MARKS dated as of October 6, 1998, by CONSOLIDATED RAIL CORPORATION, a Pennsylvania corporation (hereinafter called "Conrail").

Conrail is party to that certain agreement specified in Item 1 of Schedule A hereto (hereinafter called the "Security Agreement"), with the party specified in Item 2 of Schedule A hereto (hereinafter called the "Secured Party"), covering the units of railroad equipment specified in Schedule B hereto (hereinafter called the "Subject Equipment") and certain other units of railroad equipment.

Evidence of the Security Agreement has been recorded with the Surface Transportation Board or the Interstate Commerce Commission on the date specified in Item 3 of Schedule A hereto, and assigned the recordation number specified in Item 4 of Schedule A hereto.

Conrail contemplates changing the reporting marks of the Subject Equipment as indicated on the attached Schedule B. All the marks are assigned to Conrail or an affiliate of Conrail by the Association of American Railroads.

Conrail is executing this statement of new reporting marks and recording the same with the Surface Transportation Board pursuant to section 11301 of Title 49 of the United States Code to show for the public record both such reporting marks, and to preserve the protection of the rights afforded to the Secured Party in the Subject Equipment by said section 11301, when, if, as and whether such reporting marks are changed.

CONSOLIDATED RAIL CORPORATION

by Thomas J. McAdams

SCHEDULE A

Item 1, Security Agreements:

dated as of December 1, 1989

Item 2, Secured Party:

Sun Life Assurance Company of Canada (US), One Sun
Life Executive Park, SC #1303, Wellesley Hills, MA 02181

Item 3, date of recordation of Security Agreements:

December 28, 1989

Item 4, recordation number of Security Agreements:

16686

Schedule B

**Original Reporting
Marks and Identifying
Numbers**

CR 2030
CR 2032

**New Reporting
Marks and Identifying
Numbers**

CSXT 3193
CSXT 3194

**Original Reporting
Marks and Identifying
Numbers**

CR 2036
CR 2039

**New Reporting
Marks and Identifying
Numbers**

CSXT 3195
CSXT 3196

Schedule B

**Original Reporting
Marks and Identifying
Numbers**

**New Reporting
Marks and Identifying
Numbers**

**Original Reporting
Marks and Identifying
Numbers**

**New Reporting
Marks and Identifying
Numbers**

CR 2031

PRR 4093

CR 2037

PRR 4097

CR 2033

PRR 4094

CR 2038

PRR 4098

CR 2034

PRR 4095

CR 2040

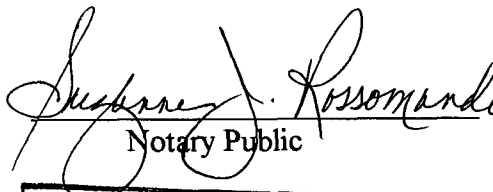
PRR 4099

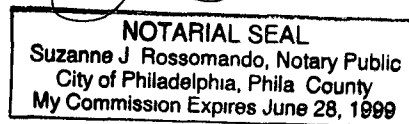
CR 2035

PRR 4096

COMMONWEALTH OF PENNSYLVANIA)
) SS
COUNTY OF PHILADELPHIA)

On this 6th day of October 1998, before me personally appeared Thomas J. McFadden, to me personally known, who, by me being duly sworn, says that he is Treasurer of CONSOLIDATED RAIL CORPORATION, and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation


Notary Public



My commission expires